

**TAFT, STETTINIUS & HOLLISTER**

1800 STAR BANK CENTER  
425 WALNUT STREET  
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE  
SUITE 500 — 825 INDIANA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2901  
202-628-2838  
FAX: 202-347-3419

513-381-2838  
CABLE: TAFTHOL TWX: 810-461-2623  
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE  
21 EAST STATE STREET  
COLUMBUS, OHIO 43215-4221  
614-221-2838  
FAX: 614-221-2007

NORTHERN KENTUCKY OFFICE  
THOMAS MORE CENTRE  
2670 CHANCELLOR DRIVE  
FORESTVIEW HILLS, KENTUCKY 41017-3491  
606-331-2838  
513-381-2838  
FAX: 513-381-6613

April 14, 1993

RECORDATION NO. 15301

FILED 1428

**CERTIFIED MAIL/RETURN RECEIPT REQUEST** APR 21 1993 3:05 PM

Interstate Commerce Commission

12th Street & Constitution Ave., N.W.

Washington, D.C. 20423

Attn: Mildred Lee

Room 2303

INTERSTATE COMMERCE COMMISSION

3-113A025

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railroad Equipment Lease, a secondary document, dated March 3, 1993. The primary document to which it relates is a Lease Agreement dated July 21, 1987 and filed under recordation number 15301. We request that the enclosed document be cross indexed.

The names and addresses of the parties to the document are as follows:

LESSOR: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

LESSEE: Peoria & Pekin Union Railway Co.  
101 Wesley Road  
Creve Coeur, Illinois 61611

The equipment covered by the enclosed document is ten (10) all steel gondola railroad cars currently bearing the reporting marks set forth in Schedule A attached hereto.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202-3957

Ms. Mildred Lee  
April 14, 1993  
Page 2

A short summary of the document to appear in the index follows:

An Amendment to Railroad Equipment Lease between Peoria & Pekin Union Railway Co., 101 Wesley Road, Creve Coeur, Illinois 61611, as Lessee, and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Lessor, dated March 3, 1993 and covering ten (10) all steel gondola railroad cars.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in black ink, appearing to read "Philip F. Schultz", with a long horizontal flourish extending to the right.

Philip F. Schultz  
Attorney for  
The David J. Joseph Company

PFS/taj  
Enclosure

iccfla8.djj

**EXHIBIT A**

Ten (10) all steel gondola railroad cars bearing the reporting marks:

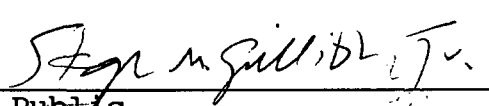
PPU 100000	-	70 Ton
PPU 100001	-	70 Ton
PPU 100002	-	70 Ton
PPU 100003	-	70 Ton
PPU 100004	-	70 Ton
PPU 100005	-	70 Ton
PPU 100006	-	70 Ton
PPU 100007	-	70 Ton
PPU 100008	-	100 Ton
PPU 100009	-	70 Ton

APR 23 1993 3:08 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
\_\_\_\_\_  
Notary Public

STEPHEN M. GRIFFITH, JR., Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
date. Section 147.03 O.R.C.

APR 23 1993 3:02 PM

**AMENDMENT TO  
RAILROAD EQUIPMENT LEASE**

INTERSTATE COMMERCE COMMISSION

This Amendment to Railroad Equipment Lease (the "Amendment") is entered into this 3rd day of March, 1993, by and between The David J. Joseph Company, a Delaware corporation, (hereinafter referred to as "Lessor") and Peoria and Pekin Union Railway, an Illinois corporation (hereinafter referred to as "Lessee") amending the Lease Agreement (the "Lease") dated July 21, 1987, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission with recordation number 15301;

WHEREAS, the parties desire to amend the Lease by adding to the Lease, in addition to the seven (7) gondola railcars bearing reporting marks of PPU 100000, 100001, 100002, 100003, 100004, 100005, 100006 which are currently subject to the Lease, three (3) more gondola railcars bearing reporting marks PPU 100007, 100008, 100009 (all such railcars hereinafter collectively referred to as the "Cars") effective as of April 1, 1993. All other terms and conditions of the Lease remain unchanged and in full force and effect.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended to reflect the actual quantity of Cars, which are the subject of the Lease, from seven (7) Cars to ten (10) Cars by deleting Exhibit A to the Lease in its entirety and replacing it with Exhibit A attached hereto effective as of April 1, 1993. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

Signed and acknowledged  
in the presence of:

Susan L. Hardenburgh

Steven E. Ward

Signed and acknowledged  
in the presence of:

Janis M Hawkins

LESSOR:

THE DAVID J. JOSEPH COMPANY

BY:

NAME: DOUGLAS F. McMillan

TITLE: VICE PRESIDENT

LESSEE:

PEORIA AND PEKIN UNION RAILWAY

BY:


NAME: PAUL D FELTENSTEIN

TITLE: VICE PRESIDENT

STATE OF OHIO       )  
                              )  
COUNTY OF HAMILTON)

SS:

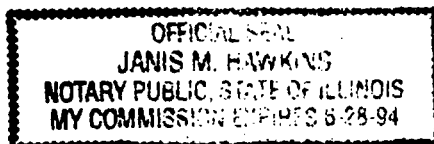
The foregoing instrument was acknowledged before me this  
3<sup>RD</sup> day of MARCH, 1993, by Douglas F. McMillan the  
VICE PRESIDENT of The David J. Joseph Company, a Delaware  
corporation, on behalf of the Corporation.


  
Notary Public  
JAMES H. GOETZ  
Notary Public, State of Ohio  
My Commission Expires July 10, 1995

STATE OF ILLINOIS )  
                              )  
COUNTY OF TAZEWELL )

SS:

The foregoing instrument was acknowledged before me this  
19<sup>th</sup> day of MARCH, 1993, by PAUL D. FELTENSTEIN  
\_\_\_\_\_, the VICE PRESIDENT of Peoria and  
Pekin Union Railway, an ILLINOIS corporation, on behalf of the  
corporation.



  
Notary Public

**EXHIBIT A**

Ten (10) all steel gondola railroad cars bearing the reporting marks:

PPU 100000	-	70 Ton
PPU 100001	-	70 Ton
PPU 100002	-	70 Ton
PPU 100003	-	70 Ton
PPU 100004	-	70 Ton
PPU 100005	-	70 Ton
PPU 100006	-	70 Ton
PPU 100007	-	70 Ton
PPU 100008	-	100 Ton
PPU 100009	-	70 Ton